

**VIRGINIA FEDERATION
OF THE
NATIONAL ACTIVE AND RETIRED
FEDERAL EMPLOYEES ASSOCIATION**

BYLAWS



Approved 2024

ARTICLE I – NAME

This organization (hereinafter the “Federation” or “VFN”) shall be known as the Virginia Federation of the National Active and Retired Federal Employees Association (hereinafter “NARFE” or the “National Association”).

ARTICLE II – OBJECTIVES

As a subsidiary of NARFE, which is incorporated under the laws of the District of Columbia, the Objectives of this Federation shall be to aid and support National Association activities and programs established to promote the objectives set forth in the Articles of Incorporation governing all of NARFE, including:

1. To support legislation at both the Federal and State levels beneficial to Federal employees, annuitants, and survivors, coordinating chapter and National only members in this effort.
2. To promote the general welfare of Federal employees, annuitants, and survivors by advising them with respect to rights under retirement laws and regulations in coordination with the National Association.
3. To cooperate with other organizations and associations in furtherance of these objectives.
4. To assist the Chapter movement, whether in programming, recruitment, organizing new chapters, and/or consolidating or closing existing chapters.
5. To coordinate National only and chapter members in all efforts to the extent feasible.
6. The bylaws of the Federation shall not be in conflict with the National Association bylaws. The Federation shall not enter into activities, arrangements, or agreements that conflict with programs or activities of NARFE.

ARTICLE III – MEMBERSHIP AND DUES

SECTION 1 – The Federation shall be composed of NARFE members belonging to a Chapter chartered within its borders and National members residing within its borders. Each member shall have equal membership rights, as prescribed in the NARFE Bylaws.

SECTION 2 – Chapters that wish to be affiliated members of the Federation will pay dues. The annual dues for Chapter membership in the Federation shall be determined by the Board of Directors (hereinafter the “Board”) for each Chapter

member who, as of the prior December 31st, has paid National and Chapter dues, including Honorary members whose Chapter dues have not been waived by the Chapter. Each Chapter Treasurer shall remit to the Federation Treasurer the total Chapter dues owed the Federation no later than May 31st.

SECTION 3 – Any Chapter dropped for failure to pay its dues shall be reinstated upon payment of current year’s dues.

SECTION 4 – The President with the Board shall be responsible for dividing the Commonwealth into working areas as prescribed in the VFN Handbook. The division into Areas shall consider membership numbers, chapters and geography and shall remain in effect until revised by the Board.

ARTICLE IV –VFN HANDBOOK

SECTION 1 – There shall be a VFN Handbook (hereinafter the “Handbook”), which shall contain the standing rules of the Virginia Federation.

SECTION 2 – The Board shall have the responsibility for approving the Handbook and any modification thereof.

SECTION 3 – All proposed revisions to the Handbook shall be made available to each Federation member for review at least sixty days prior to the next Board meeting.

SECTION 4 – All comments by the Federation members shall be forwarded to their respective Area Vice President at least two weeks prior to the meeting of the Board.

ARTICLE V - OFFICERS

SECTION 1 – The elected officers of the Federation shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and Area Vice Presidents. These officers shall perform the duties prescribed by these Bylaws, the Handbook and the parliamentary authority adopted by the Federation. Federation officers must be voting members. The Federation President shall be an ex-officio member of all committees except Nominating and Audit Committees.

SECTION 2 – The President, First Vice President, Second Vice President, Secretary, and Treasurer shall be elected to serve a term of one year and will serve until their successors are installed. A President may not serve more than two consecutive terms, but after one year has elapsed, the same person may be elected for another term as President. All other elected officers shall not serve more than

six consecutive terms but after a lapse of one year may be reelected to the same office. No member may hold more than one elected office at any one time.

Each Area Vice President shall serve in their designated Area under guidance of the Board. The Area Vice Presidents shall act as liaisons for field operations, represent the Federation in promoting the objectives of the Association, assist Chapter Presidents and other chapter officers in carrying out their duties, and promote legislative activities at all levels of the Federation. They shall be elected for a one-year term by the members from the Area at the annual meeting or separately and will serve until a successor is installed.

SECTION 3 – Vacancy in Office – A vacancy in office of the President shall be filled by the First Vice President; and a vacancy in the office of the First Vice President shall be filled by the Second Vice President. All other vacancies in office shall be filled by appointment by the President.

SECTION 4 – Duties of Office – The duties of the officers shall be spelled out in the adopted parliamentary authority and the Handbook.

SECTION 5 – The President with the approval of the Board shall appoint a qualified Parliamentarian to serve at the annual meeting and throughout the year, as required.

SECTION 6 – The Federation will maintain a web page, directory of Chapter and Federation Officers, and other information required by the Board.

ARTICLE VI – ANNUAL MEETING

SECTION 1 – The Federation shall hold an annual meeting. The purpose of the annual meeting will be to transact business of the Federation.

SECTION 2 – In all votes, including all elections, each member shall vote independently.

SECTION 3 – Thirty-day notice of the annual meeting and its location shall be given to all Members.

SECTION 4 – All Chapter and National Only Members shall be entitled to attend and fully participate in the annual meeting upon registration and payment of required fees and charges.

SECTION 5 – Annual meeting committees shall be composed of members registered at the annual meeting and shall include: Ballot and Tellers, Budget, Courtesy, and others the President requires. Some may meet and complete their

duties prior to creation of a ballot. No elected officer may serve as chairperson of an annual meeting committee nor shall elected officers constitute a majority of any committee.

SECTION 6 – Ten members of the total Federation membership shall constitute a quorum at a Federation meeting.

SECTION 7 – Electronic meetings, as defined by Robert’s Rules of Order Newly Revised, are permitted to replace traditional meetings at all levels of the Federation, when approved by the meeting chair or Board. Rules for the conduct of electronic meetings shall be adopted by the Board as necessary.

ARTICLE VII - NOMINATIONS AND ELECTIONS

SECTION 1 –The Nominating Committee shall, for the annual meeting following their election:

- A. Nominate at least one candidate for each of the elected offices of President, First Vice President, Second Vice President, Secretary and Treasurer.
- B. Send a report of the nominees to the President at least sixty days prior to the annual meeting.

SECTION 2 – Any member wishing to run for any office shall notify the Federation Secretary or the Nominating Committee of his or her intent at least 90 days of the annual meeting. Additional nominations for elected offices may be made from the annual meeting.

SECTION 3 – Nominations and election of Area Vice Presidents shall be made by Area members at an Area meeting or separately.

SECTION 4 – Elections – When there is only one candidate for a particular office, that candidate shall be declared the winner by acclamation without the need for a vote. Balloting by Federation members for contested elected positions will be conducted within sixty days following the Federation Annual Meeting.

SECTION 5 –Balloting for proposed Bylaw Amendments, as accepted at the annual meeting, shall take place within sixty days after the annual meeting. Voting will be under the direction of the Ballots and Tellers Committee.

ARTICLE VIII –BOARD OF DIRECTORS

SECTION 1 – The Board of the Federation shall consist of the five elected officers of the Federation, Immediate Past President, Area Vice Presidents, and Chairs of the National Legislation, State Legislation, Membership, Public Relations, Service,

Electronic Communications, and Alzheimer's Programs, plus Committee Chairs and Special Appointees.

SECTION 2 – The Board is the governing body of the Federation, with the authority to conduct the business of the Federation between annual meetings. It has the authority to carry out mandates of Federation Bylaws and to perform all duties and responsibilities as set forth in these Bylaws.

SECTION 3 – Duties of the Board:

- A. Provide policy guidance to the President.
- B. Direct the management and disbursement of Federation funds for Federation services, official travel, and other related expenses.
- C. Establish and approve an annual budget for the Federation each fiscal year.
- D. Annually appoint an Audit Committee or select an accountant to conduct an audit of the Federation's financial status.
- E. Determine the amount of bond for the Federation Secretary and Treasurer, with the cost to be paid by the Federation.
- F. Convene at least three times annually or more frequently at the call of the President. A majority of voting members shall constitute a quorum.
- G. When necessary to transact urgent business, the President shall have authority to conduct a telephone or electronic canvass of Board Members. This business shall be recorded in the minutes and reported by the Secretary at the next regular meeting of the Board.
- H. The Board of Directors shall have the authority, by a two-thirds vote to declare any elected or appointed office vacant for justifiable cause, but the officer shall be given reasonable opportunity to show just cause why such action should not be taken. The President shall fill a vacancy in any office for the unexpired term subject to approval by the Board.

ARTICLE IX – STANDING COMMITTEES

SECTION 1 – There shall be a Membership Committee consisting of the Membership Chairperson and the Area Vice Presidents as members. All members shall serve until the end of their term. The purpose of the Membership Committee shall be to encourage eligible annuitants, spouses, and employees of the federal civilian service to become members of NARFE and their local chapter, and to maintain membership therein.

SECTION 2 – There shall be a Bylaws Committee composed of one member from each Area, appointed by the President. The President shall also appoint the chairperson of this committee.

SECTION 3 – The Audit Committee shall conduct an annual audit of the receipts, disbursements, assets and liabilities, including a balance sheet and a list of investments, and prepare a report for submission to the Board for approval. After approval, the Board shall publish the report on the Federation website.

SECTION 4 – A Nominating Committee shall be composed of a primary and an alternate elected at each Area meeting at the annual meeting or separately. The committee, following the Area meeting, shall select one of its members to serve as chairperson. No member of the Board may serve on the Nominating Committee.

SECTION 5 – Other committees, standing or special, shall be appointed by the President, with approval of the Board, as deemed necessary to carry on the work of the Federation. A description of the committees' responsibility shall be included in the handbook.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Federation in all cases to which they are applicable and in which they are not inconsistent with these or National's Bylaws and any special rules of order the Federation may adopt.

ARTICLE XI – AMENDMENT OF BYLAWS

SECTION 1 – Proposed amendments to these Bylaws may be initiated by a member, chapter, the Federation Board, or the Bylaws Committee and submitted to the Federation Secretary and Chairperson, Bylaws Committee, on NARFE Form F-3C, Proposed Bylaw Standing Rule Amendment, by a date established by the Executive Board.

SECTION 2 – The Committee presenting amendments to National Bylaws to a ballot call shall determine that the amendments are not in conflict with the Bylaws of the National Association. Proposed amendments to the Federation and National Bylaws may be amended by the Committee with no increase in scope, combined with similar amendments, or have a single substitute prepared in place of the original amendments offered.

SECTION 3 – The proposed amendments to the Federation or National Bylaws either shall be published on the Federation website or sent by ballot to each member at least thirty days prior to the announced deadline for voting.

SECTION 4 – A two-thirds favorable vote of the members voting shall be required

for adoption. Section 5 – The Secretary, as required by National Headquarters, shall submit to National Headquarters by the date of a deadline set by National Headquarters, a copy of each National amendment, whether or not adopted by Federation ballot.

SECTION 6 – Amendments to Federation bylaws shall be approved at National Association Headquarters before becoming effective.

ARTICLE XII – INDEMNIFICATION

The officers and directors of the Federation shall be reimbursed for costs incurred in connection with any civil legal action brought against them alleging civil liability for acts performed by them in connection to their official duties for the benefit of the Federation. Excluded from this provision are acts of willful misconduct, criminal acts, and all acts related to the operation of motor vehicles. Reimbursements of costs shall be limited to actual costs or out of pocket expenses and only to the extent of Federation assets available at the time or by the amount payable under an insurance policy the Federation shall provide.


ARTICLE XII – DISSOLUTION

In the event of dissolution of the Federation, the assets remaining after payment of all costs and expenses of dissolution shall be transferred to NARFE, and none of its funds shall be to the benefit nor distributed to an individual member. The Charter shall be returned to NARFE.

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Federation IRS EIN

SIGNED:



Deborah O. Fisk
Secretary, Virginia Federation

6/19/2024

Date



Kathryn E. Hensley
National Secretary/Treasurer

6/27/2024

Date